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RECORDED BY **16595** FILED 108

NOV 6 1989 - 12 05 AM

November 3, 1989 **INTERSTATE COMMERCE COMMISSION**

9-310A014

VIA FEDERAL EXPRESS

Honorable Noreta R. McGee, Secretary
Interstate Commerce Commission
Washington, D.C. 20423

Dear Ms. McGee:

Enclosed for recordation under the provisions of 49 USC 11303(a) are four (4) original counterparts of Memorandum of Lease Agreement dated as of September 20, 1989 (the "Memorandum") between Southern Pacific Transportation, a Delaware corporation (the "Lessee") and Citicorp Railmark, Inc., a Delaware corporation (the "Lessor"). Said Memorandum relates to that certain Lease Agreement dated September 20, 1989 between the Lessor and the Lessee. Said Memorandum is a primary document, not previously recorded, and should be recorded under a new recordation number.

A general description of the railroad equipment covered by the Memorandum is set forth in Exhibit A attached to this letter and made a part hereof.

The names and addresses of the parties are:

Lessor: Citicorp Railmark, Inc.
601 Midland Avenue
Rye, New York 10580

Lessee: Southern Pacific Transportation
One Market Place
San Francisco, California 94105

Once the filings have been made please return the stamped counterparts of the Memorandum not required for filing purposes, together with the ICC fee receipt and the letter from the ICC acknowledging the filings to David B. McMullen, Esq., Chapman and Cutler, 111 West Monroe Street, Chicago, Illinois 60603.

Also, enclosed is a check in the amount of \$15.00 covering the required recording fee.

FILED
NOV 11 1989

CHAPMAN AND CUTLER

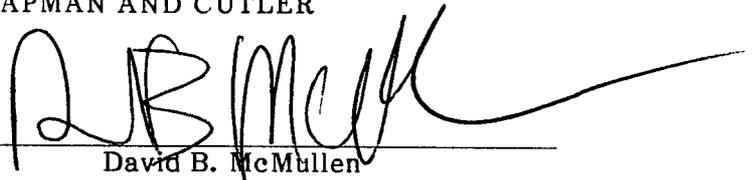
A short summary of the enclosed secondary document to appear in the Index is as follows:

"Covers forty-two (42) 5-unit articulated double-stack well cars, one (1) tractive effort booster unit and two hundred and forty-eight (248) rapid discharge open hopper cars"

Very truly yours,

CHAPMAN AND CUTLER

By

A handwritten signature in black ink, appearing to read 'D B McMullen', written over a horizontal line. The signature is stylized and extends to the right.

David B. McMullen

DBM/srv
Enclosures

Interstate Commerce Commission
Washington, D.C. 20423

11/6/89

OFFICE OF THE SECRETARY

David B. McMullen, Esq
Chapman And Cutler
111 West Monroe Street
Chicago, Illinois 60603

Dear Sir:

The enclosed document(s) was recorded pursuant to the provisions of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303, on 11/6/89 at 12:05pm, and assigned recordation number(s). 16595

Sincerely yours,



Noreta R. McGee
Secretary

Enclosure(s)

RECORDED NO 16595 FILED 1428

NOV 6 1989 -12 05 AM
INTERSTATE COMMERCE COMMISSION

MEMORANDUM OF LEASE AGREEMENT

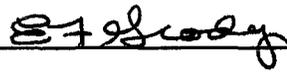
Memorandum of Lease Agreement for forty-two (42) 5-Unit Articulated Double-Stack Well Cars, one (1) Tractive Effort Booster Unit, and 248 Rapid Discharge Open Hopper Cars ("Lease Agreement") made and entered into as of September 20, 1989 by and between Southern Pacific Transportation, a Delaware Corporation ("Lessee"), and Citicorp Railmark, Inc. a Delaware Corporation, ("Lessor").

W I T N E S S E T H

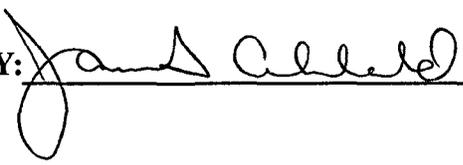
- 1. Lessor has agreed to furnish to Lessee, and the Lessee has agreed to lease from Lessor forty-two (42) 5-Unit Articulated Double-Stack Well cars, one (1) Tractive Effort Booster Unit, and 248 Rapid Discharge Open Hopper cars bearing the railroad reporting markings set forth on Exhibit A.
- 2. The Lease Agreement shall be effective as of the date first set forth hereinabove and shall be subject to the Lease Term, as defined in the Lease Agreement.

IN WITNESS WHEREOF, the parties hereto have caused this instrument to be signed and sealed by their respective corporate officers as of the date and year first above written.

Southern Pacific Transportation

BY: 

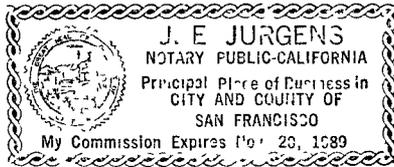
CITICORP RAILMARK, INC.

BY: 

9/15/89

STATE OF CALIFORNIA)
) SS.
COUNTY OF SAN FRANCISCO)

On this 20th day of September, 1989, before me personally appeared E. F. Grady to me personally known, who being by me duly sworn, says that [s]he is the TREASURER of SOUTHERN PACIFIC TRANSPORTATION, that the foregoing instrument was signed on behalf of said corporation, and [s]he acknowledged that the execution of said instrument was his/her free act and deed.



[SEAL]

[Signature]

Notary Public

Commission expires:

STATE OF NEW YORK)
) SS.
COUNTY OF WESTCHESTER)

On this 2nd day of ~~September~~^{November}, 1989, before me personally appeared James S. Archibald to me personally known, who being by me duly sworn, says that he is a Vice President of CITICORP RAILMARK, INC., that the foregoing instrument was signed on behalf of said corporation, and he acknowledged that the execution of said instrument was his free act and deed.

[Signature]

Notary Public

[SEAL]

Commission expires: 11/30/89

ROBERT R GOLDBERG
Notary Public, State of New York
No. 4690571
Qualified in Westchester County
Commission Expires November 30, 1989

EXHIBIT A

**EQUIPMENT DESCRIPTION AND SCHEDULE OF RAILROAD CARS LEASED
BY
SOUTHERN PACIFIC TRANSPORTATION FROM
CITICORP RAILMARK, INC.**

Forty-two (42) 5-Unit Articulated Double-Stack well cars, one (1) Tractive Effort Booster Unit, and 248 Rapid Discharge Open Hopper Cars, specifically numbered as follows:

(42)	Articulated Cars	SP 513302-513343
(1)	Tractive Effort Booster	SP 1600
(248)	Rapid Discharge Open Hoppers	SP 481150-481399

9/15/89